



**Secretary of State  
Business Programs Division**

Business Entities

1500 11th Street, Sacramento, CA 95814

P.O. Box 944260, Sacramento, CA 94244-2600

## Submission Cover Sheet

For faster service, file online at [bizfileOnline.sos.ca.gov](http://bizfileOnline.sos.ca.gov).

### Instructions:

- Complete and include this form with your paper submission. **This information only will be used to communicate in writing about the submission, if needed.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In person submissions (excluding Statements of Information): \$15 handling fee; do not include a \$15 handling fee when submitting documents by mail.
- Standard processing time for submissions to this office is approximately 5 business days from receipt. All submissions are reviewed in the date order of receipt with online submissions given priority. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-dates](http://www.sos.ca.gov/business/be/processing-dates).

### Optional Copy and Certification Fees:

- If applicable, include optional certification fees with your submission.
- For applicable certification fee information, refer to the instructions of the specific form you are submitting.

### Contact Person: (Please type or print legibly)

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone (optional): \_\_\_\_\_

### Entity Information: (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Address: \_\_\_\_\_

Comments \_\_\_\_\_

## **Instructions for Completing the Revocation of Election to Terminate (Form REV-ELE-STK)**

A corporation with an Active-Pending Termination status can be returned to Active status by filing a Revocation of Election to Terminate, also known as a Revocation of Election to Wind Up and Dissolve, that meets the requirements of California Corporations Code sections [173](#), [193](#), [1901](#) and [1902](#) as applicable. Before submitting the completed form, you should consult with a private attorney for advice about your specific needs.

Revocation of Election to Terminate can only be used by a California corporation with an Active-Pending Termination status. A corporation with an Active-Pending Termination status is one that has filed a Certificate of Election to Terminate, also known as a Certificate of Election to Wind Up and Dissolve, and no subsequent revocation of that election.

This form can be used only by a stock corporation, agricultural corporation, benefit corporation, fish marketing corporation or social purpose corporation. This form cannot be used by a registered foreign corporation (formed outside of California).

This form cannot be used if the election to terminate involved a bankruptcy, the articles of incorporation required dissolution or if all assets have been disposed and there's been no corporate activity for five years. In these circumstances, you must compose your own document that meets statutory requirements.

Note: This Revocation of Election to Terminate has been created for ease in filing, however any format may be used that meets statutory requirements.

### **Fees:**

- **Filing Fee:** The fee for filing the Revocation of Election to Terminate is **\$30.00**.
- **Faster Service Fee: Counter Drop Off** - A separate, non-refundable **\$15.00** handling fee is required if you submit the document in person (drop off) at our Sacramento office. The \$15.00 handling fee provides priority service over documents submitted by mail. This handling fee is not refundable whether the document is filed or rejected. For detailed information about priority service, go to [www.sos.ca.gov/business/be/special-handling-services](http://www.sos.ca.gov/business/be/special-handling-services).

**Copies:** Upon filing, we will return one (1) plain copy of your filed document for free and will certify the copy upon request and payment of a \$5 certification fee.

**Payment Type:** Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or Mastercard®).

**Processing Dates:** For current processing dates, go to [www.sos.ca.gov/business/be/processing-dates](http://www.sos.ca.gov/business/be/processing-dates).

Please **type or legibly print** in black or blue ink. **Complete the Revocation of Election to Terminate as follows:**

Item	Instruction	Tips
1.	Enter the name of the corporation <b>exactly</b> as it appears on the records of the California Secretary of State including the entity ending, if any (ex: "ABC Corporation" or "Smith Construction Company").	<ul style="list-style-type: none"> <li>Secretary of State Records can be accessed online through our Business Search at <a href="http://bizfileOnline.sos.ca.gov">bizfileOnline.sos.ca.gov</a>. To search, identify your corporation by name or Entity Number. Make sure the jurisdiction on record matches your corporation.</li> <li>To ensure you have the exact name of the corporation, look to your registration document filed with the California Secretary of State and any name change amendments.</li> <li>If the corporation is a California nonprofit corporation, do not file this Form REV-ELE-STK; file a Revocation of Election to Terminate – Nonprofit (Form REV-ELE-NP).</li> </ul>
2.	Enter the Entity Number issued to the corporation by the California Secretary of State at the time of registration.	<ul style="list-style-type: none"> <li>Secretary of State Records can be accessed online through our Business Search at <a href="http://bizfileOnline.sos.ca.gov">bizfileOnline.sos.ca.gov</a>. To search, identify your corporation by name or Entity Number. Make sure the jurisdiction on record matches your corporation.</li> <li>To ensure you have the correct Entity Number and exact name of the corporation, look to your registration document filed with the California Secretary of State and any name change amendments.</li> </ul>
3.	BOTH required statements must be true to file the Revocation of Election to Terminate.	The required statements cannot be altered.
4.	Check the applicable statement. Only one box may be checked.	If the first box is checked, enter the number of outstanding shares entitled to vote on the revocation. (Do not enter the percentage of shares.) Enter the number of outstanding shares voting for the revocation.
5.	<ul style="list-style-type: none"> <li>If the first box of Item 5 was checked, Revocation of Election to Terminate must be dated, signed and verified by the sole director or a majority of the directors now in office;</li> <li>If the second box of Item 5 was checked, Revocation of Election to Terminate must be dated, signed and verified by the chairperson of the board, president or vice president <b>and</b> the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer (Section <a href="#">173</a>);</li> </ul>	<ul style="list-style-type: none"> <li>Verification requires a statement under penalty of perjury under the laws of the State of California that the matters set forth in the certificate are true and correct of the signor's own knowledge (Section <a href="#">193</a>).</li> <li>To complete the verification, the date must be the date the document is signed by <b>each</b> person.</li> <li>If you need more space for additional signatures: <ul style="list-style-type: none"> <li>The dated signature(s) <b>with verification</b> must be placed on only one side of a standard letter-sized piece of paper (8 ½ x 11) clearly marked as an attachment to Revocation of Election to Terminate and</li> </ul> </li> </ul>

Item	Instruction	Tips
	<ul style="list-style-type: none"> <li>If the third box of Item 5 was checked, Revocation of Election to Terminate must be dated, signed, and verified by one or more shareholder(s) authorized to sign this Revocation of Election to Terminate by shareholders holding at least 50 percent of the voting power of the above-named corporation.</li> </ul>	<p>attach the extra page(s) to the completed Revocation of Election to Terminate.</p> <ul style="list-style-type: none"> <li>The following verification must be included with additional signatures and date(s) on an attachment. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this Revocation of Election to Terminate are true and correct of my own knowledge.</li> <li>All attachments are part of this document.</li> </ul> <ul style="list-style-type: none"> <li>Multiple Revocations of Election to Terminate with <b>different signatures</b> will be returned without being filed.</li> </ul>

**Submission Cover Sheet (Optional):** Complete and include with your paper submission. This information will be used to communicate with you about the submission, if needed. This submission cover sheet will be treated as correspondence and will not be made part of the filed document.

**Where to File:** Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2260 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814.

**Legal Authority:** Statutory filing provisions are found in California Corporations Code sections [1901](#) and [1902](#), as applicable. See also, California Corporations Code sections [173](#), [193](#), [2501](#), [13230](#), [14600](#) and Food and Agricultural Code section [54083](#), as applicable. All statutory references are to the California Corporations Code, unless otherwise stated.



Secretary of State

REV-ELE-  
STK

**Revocation of Election to Terminate – *Stock Corporations***

**IMPORTANT** - [Read Instructions](#) before completing this form.

**Filing Fee - \$30.00**

**Certification Fee (Optional) - \$5.00**

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**1. Corporation Name** (Enter the exact name of the corporation on file with the California Secretary of State)

**2. Entity Number** (Enter the exact Entity Number issued by the California Secretary of State.)

**3. Required Statements** (Do not alter the Required Statements – **BOTH** must be true to file Form REV-ELE-STK.)

**3a.** The corporation has revoked its election to wind up and dissolve.

**3b.** No assets have been distributed pursuant to the election.

**4. Approval Statements (check one):** (Check the applicable statement. If the first box is checked, enter the number of shares entitled to vote and the number of shares voting for the revocation.)

- ☐ The revocation was made by the vote of the shareholders holding shares representing a majority of the voting power. The number of shares entitled to vote on the revocation was \_\_\_\_\_.  
The number of shares voting for the revocation was \_\_\_\_\_.

**OR**

- ☐ The previously filed election to wind up and dissolve was made by the board and this revocation was approved by the board.

**5. Signatory Authority** (Check the applicable statement. Only **one box** may be checked.)

The undersigned is/are the:

- ☐ Sole director or a majority of the directors now in office of the above-named corporation.

**OR**

- ☐ Chairperson of the board, president or vice president and the secretary, chief financial officer, treasurer, assistant secretary, or assistant treasurer of the above-named corporation.

**OR**

- ☐ Shareholder(s) authorized to sign this certificate by shareholders holding shares representing at least 50 percent of the voting power of the above-named corporation.

**-CONTINUE ON NEXT PAGE-  
(Page 1 of 2)**

**Read, Declare and Sign Below. [See Instructions](#) for signature requirements.**

Additional pages set forth on attached pages, if any, are incorporated herein by reference and made part of this Revocation of Election to Terminate. All attachments should be 8 ½ x 11, one sided, legible and clearly marked as an attachment to this Revocation of Election to Terminate.

I declare under penalty of perjury under the laws of the State of California that the matters set forth in this Revocation of Election to Terminate are true and correct of my own knowledge.

_____ Date	_____ Signature	_____ Type or Print Name
_____ Date	_____ Signature	_____ Type or Print Name
_____ Date	_____ Signature	_____ Type or Print Name